

**IN THE UNITED STATES DISTRICT COURT
FOR DISTRICT OF DELAWARE**

In Re:	:	
	:	BANKRUPTCY NO. 01-1139
W. R. GRACE & CO., et al.,	:	
	:	MISCELLANEOUS NO. 11-42
Debtors.	:	

**ORDER REGARDING
APPEALS OF CONFIRMATION ORDER**

This matter having come before the Court for status conference on February 23, 2011; the Court having received the Order Confirming First Amended Joint Plan of Reorganization as Modified through December 23, 2010, and Recommending that the District Court Enter an Order Issuing and Affirming this Order and Adopting Recommended Findings of Fact and Conclusions of Law entered by the Hon. Judith K. Fitzgerald on January 31, 2011 (Dkt. No. 26155, as amended on February 15, 2011 by Dkt. No. 26289, hereinafter the “Confirmation Order”) and the Memorandum Opinion Regarding Objections to Confirmation of First Amended Joint Plan of Reorganization and Supplemental Findings of Fact and Conclusions of Law entered by Judge Fitzgerald on January 31, 2011 (Dkt. No. 26154, as amended on February 15, 2011 by Dkt. No. 26289, hereinafter the “Memorandum Opinion”); and the Court having heard at the status conference from counsel for W. R. Grace & Co., the other Debtors and various other proponents of the Plan Proponents’ First Amended Joint Plan of Reorganization as of December 23, 2010 (collectively, “Plan Proponents”) and from counsel for various parties who have filed or may file Notices of Appeal regarding Judge Fitzgerald’s Confirmation Order (collectively, “Appellants”); and Judge Fitzgerald having entered an order on March 4, 2011 granting in part and denying in part the motion for

reconsideration of the Confirmation Order filed by BNSF Railway Company along with any joinders related thereto (Dkt. No. 26489, referred to collectively, along with Dkt. Nos. 26154, 26155 and 26289, as the “Confirmation Orders”); and finding good cause to grant the following relief relating to appeals of the Confirmation Orders that have been or will be taken to this Court; the Court hereby orders that the following deadlines and procedures shall apply to any appeals of the Confirmation Orders:

1. Any and all parties’ appeals from the Confirmation Orders and any and all objections to the Confirmation Orders that may be filed pursuant to Federal Rule of Bankruptcy Procedure 9033 shall be procedurally, but not substantively, consolidated.

2. The procedures applicable to appeals set out in Rules 8001, *et seq.*, of the Federal Rules of Bankruptcy Procedure shall be followed in this consolidated proceeding, except as otherwise provided below:

(a) To the extent not previously filed, Notices of Appeal shall be filed by March 18, 2011, and, in any event, no Notices of Appeal are due prior to March 18, 2011;

(b) Appellants shall file their Statements of Issues on Appeal, and Appellants and Appellees shall file a Joint Designation of the Record on Appeal by April 1, 2011;

(c) Appellees shall file their Counter-Statement of Issues on Appeal, and any Counter-Designation of the Record on Appeal by April 5, 2011 (but only if Appellees have additional items for the record that were not included in the Joint Designation of the Record on Appeal);

(d) Appellants shall file their main briefs by April 25, 2011;

(e) Appellees shall file their response briefs by May 25, 2011;

(f) Reply briefs shall not be filed unless leave is first sought and granted by this Court.

3. The following deadlines shall apply to any cross appeals: notices of cross appeal must be filed by the deadline applicable to Appellants' Statements of Issues on Appeal, April 1, 2011; cross appellants' statement of issues on cross appeal and any additional designation of the record by cross appellants must be filed by April 11, 2011; cross appellants' briefs must be filed by the deadline applicable to Appellees' response briefs, May 25, 2011; and the parties shall apprise the Court by April 18, 2011, of the need for and timing of any cross appellee response briefs.

4. The Court hereby sets **ORAL ARGUMENT** on these appeals for Tuesday, July 12, 2011 at 10:00 a.m. in Courtroom 14A, 601 Market Street, Philadelphia, Pa.

5. The mediation ordinarily required pursuant to this Court's Standing Order dated July 23, 2004, is hereby waived as to appeals of the Confirmation Order.

6. The Clerk of this Court is directed to promptly enter this Order on the docket of this Court and to transmit a copy to the Clerk of the Bankruptcy Court for prompt entry on the docket of Debtors' bankruptcy cases.

IT IS SO **ORDERED** this 10th day of March, 2011.

BY THE COURT:

s/ Ronald L. Buckwalter
RONALD L. BUCKWALTER, S. J.